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POLICY

CONFLICT OF INTEREST

Date effective: 01/06/26
Date of next review: 02/2029
Approved by: Board

1 Definitions

1.1 The Australian Charities and Not for Profits Commission (ACNC) defines a conflict of interest as when a person's personal interests conflict with their responsibility to act in the best interests of the charity.

1.2 A conflict of interest may be actual, potential or perceived:

- 1.2.1 actual – where an individual is being influenced by a conflict of interest.
- 1.2.2 potential – where an individual could be influenced by a conflicting interest.
- 1.2.3 perceived – where an individual could appear to be influenced by a conflicting interest.

1.3 A conflict of interest may be financial or non-financial (e.g. influence, conferring of an advantage).

2 Scope

2.1 Brien Holden Foundation (BHF) personnel (staff, board members, consultants, contractors, volunteers, students and observers) have a responsibility to operate in the best interests of the organisation.

2.2 Situations and actions that may be, or create the appearance of being, in conflict with the organisation's overall interest, objectives, principles and Code of Conduct, must be avoided.

3 Requirements

3.1 BHF personnel (staff, board members, consultants, contractors, volunteers, students and observers) are required to:

- 3.1.1 behave with integrity and honesty in their dealings with and on behalf of BHF.
- 3.1.2 take reasonable steps to avoid any actual, potential or perceived conflict of interest.
- 3.1.3 disclose any actual, potential or perceived conflicts of interest as soon as possible.

4 Policy

4.1 Conflicts of interest arise when an individual's other interests' conflict or could be seen to conflict with duties or obligations to BHF.

4.2 A conflict of interest may affect or may appear to influence judgment and an individual's capacity to do their job independently. If undisclosed, a confict of interest may cause an individual to act unlawfully. This could be deemed unethical, and it might breach an

expressed or implied term of the individual's contract of employment; or damage BHF's reputation and/or its interests.

4.3 BHF personnel are responsible for openly declaring any matters of private interest that may conflict with the performance of work duties.

4.4 In order to avoid a conflict of interest scenario, either actual, potential or perceived, BHF personnel must:

4.4.1 not use inside information, commercial in confidence information, resources, status, power, or authority properly, gain, or seek to gain, a benefit or advantage for themselves or others.

4.4.2 always be objective and impartial, and demonstrate this objectivity and impartiality in all matters and dealings (including in procurement decisions)

4.4.3 (without prior clearance from BHF) refrain from undertaking any activities (including employment) outside working hours that might, in any way, compete either directly or indirectly with the activities of BHF or which restrict personnel's ability to fulfil the duties of their position at BHF.

4.4.4 as soon as practicable, declare any situation which could reasonably constitute a conflict of interest.

4.5 Failure to disclose a potential or actual or perceived conflict of interest is a breach of this Policy and the BHF Code of Conduct. If substantiated and depending on the nature of the breach, it may result in disciplinary action, up to and including termination of employment.

5 Declaration of a Conflict of Interest

5.1 BHF Board directors are provided with an opportunity to declare a conflict of interest at all BHF Board Meetings. Declarations are recorded on the Conflict of nterest Register maintained by the CFO. Where there is no conflict of interest to declare, this is also recorded on the register. To initiate the process and for new board directors they need to complete the attached **Form A**.

5.2 BHF personnel (excluding board directors) are also required to assess whether they have a conflict of interest, considering whether their personal interests could be influenced by decisions they have made or actions they have taken. Any real or potential conflicts of interest should be disclosed as soon as they arise through the attached **Form B**.

6 Managing Conflict

6.1 The responsibility for managing a conflict is shared between the individual declaring the conflict and BHF's board directors, as the organisation's responsible people. Such management includes deciding on appropriate next steps and how the conflict will be managed. This may include the conflicted Responsible Person excusing themselves from participating in any discussion on the conflict, abstaining from voting on the matter, or removing themselves (sometimes physically) during the discussion.

FORM A

Conflict of Interest Declaration – Board Director

This form is to be completed and submitted to the company secretary by all existing directors within a reasonable time of adoption of the updated Conflict of Interest Policy and by new directors within seven (7) days of their appointment.

I_____ being a director of the Brien Holden Foundation (BHF) declare as follows:

- I have received, read and understood BHF's conflict of interest policy.
- I acknowledge that I am required by law to disclose any conflicts of interest between my role with BHF and any other activities, whether remunerated or not, in which I might be involved.
- I acknowledge that information that I provide by way of disclosure may enter the public domain.

Disclosures:

I am currently employed by [name of organization] of [address of organisation] in the role of [describe role], as follows:

If I have other employers or principals, the details are as follows:

If I am a director or officer (including secretary) of any companies, the details are as follows, including details of any remuneration:

If I or a close family member have a significant financial interest in a business that EITHER provides services (or proposes to provide services) to BHF, OR is in competition with BHF, the details are as follows:

Note: significant financial interests does not include an interest of less than 10% in a publicly listed company.

And having made the above disclosures,

A. I am not aware of any conflicts of interest between my role as a director of BHF and any of these disclosed activities (whether remunerated or not)

CIRCLE APPLICABLE: YES or NO

B. If **NO**, I disclose the following actual, possible or potential conflict of interest between my role as a director of BHF *[describe, attaching further pages if necessary]:*

C. I accept that the details of my disclosed conflict of interest must be disclosed to other directors and I undertake to work with the Board to resolve the conflicts.

D. I undertake to submit a fresh declaration to the Board within a reasonable time (with seven (7) days being optimal) of any change in the substance of this declaration (elimination of conflict, material change in the conflict, new conflict).

E. I undertake to produce a fresh declaration at any time if requested by the Board and in any event twelve (12) months from this declaration.

Signature	Date
Print name:	

The original signed form must be sent to the company secretary

FORM B

Employee / Personnel Conflict of Interest Disclosure

*This form is to be completed by all existing and new employees / personnel and is an acknowledgement that they have received a copy of BHF's conflict of interest **policy** and understand the conduct and behaviour expected of all employees.*

I_____ (*employee's full name*) declare the following actual or potential or perceived conflict of interest:

Instructions:

- Detail the actual or potential conflict of interest.
- If there is more than one conflict, please identify on additional sheets of paper and attach hereto.
- Where the declaration relates to holding an external position or acting in some other capacity, for example management committee member of a professional association, indicate whether it is voluntary or remunerated.

Next steps: for internal BHF use:

Where a conflict is identified, group corporate counsel is to identify steps taken by BHF to manage that conflict, including but not limited to:

- Removal of BHF responsibilities that could be affected by the conflict.
- Limiting or eliminating involvement in the certain activities.
- Third party oversight.
- Relinquishing the interest giving rise to the conflict.
- Resigning from the role where the conflict applies.
- Referral to Board (and if so, details of Board actions taken).

Signature by Employee / personnel:

By signing this form I confirm my understanding of the policy and agree to comply with the steps outlined above to manage the actual potential conflict of interest.

Employee / Personnel Signature	Date
Print name	

The original signed form must be sent to the CFO